

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS**

SOO REED, Individually and On Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

vs.

HAROLD N. KVISLE et al.,

Defendants.

Civil Action: 4:14-CV-03710

District Judge Ewing Werlein

**DECLARATION OF CHARLES M. WINOGRAD IN SUPPORT OF
MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION**

I, Charles M. Winograd, declare:

1. My name is Charles M. Winograd. I am over eighteen years of age and am competent in all respects to make this declaration. I am a Director at Talisman Energy Inc. ("Talisman"), which is headquartered in Calgary, Alberta, Canada. I have personal knowledge of the facts stated herein, and each of them is true and correct.

2. I am a citizen of Canada and a resident of Toronto, Ontario, Canada.

3. I am not a resident of the United States or Texas, and have not been a resident of the United States or Texas anytime in the last five years.

4. I do not own or lease property in Texas.

5. I do not have a bank account in Texas.

6. I do not have a telephone number, mailing address, or P.O. box in Texas.

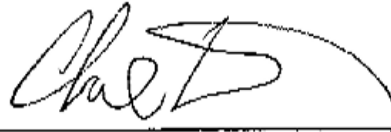
7. I have not been a party to any lawsuits or government enforcement proceedings in Texas or the United States in the last five years.

8. I do not personally solicit business or advertise in Texas or the United States.

9. In the last five years, I have visited Texas once in my capacity as a director of Talisman, unrelated to the pending transaction between Repsol and Talisman. My other trips to Texas have been unrelated to Talisman.

10. I am the Senior Managing Partner for a limited liability company that carries out business in the United States, including Texas. That LLC is unrelated to Talisman.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'Charles M. Winograd', written over a horizontal line.

Charles M. Winograd